

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 63<sup>rd</sup> Annual General Meeting of the Company ("AGM") will be convened and held at Garden Ballroom, Level 1, PARKROYAL COLLECTION Marina Bay, 6 Raffles Boulevard, Singapore 039594 on Tuesday, 29 April 2025 at 2:00 p.m. to transact the following business:

## AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2024 together with the Auditor's Report. **Resolution 1**
2. To declare a first and final tax-exempt (one-tier) dividend of 4.5 cents per ordinary share for the financial year ended 31 December 2024. **Resolution 2**
3. To approve Directors' fees of S\$573,750 for the financial year ended 31 December 2024. **Resolution 3**
4. To re-elect Mr Eu Zai Jie, Jonathan, who retires by rotation pursuant to Article 94 of the Company's Constitution, as Director of the Company. **Resolution 4**
5. To re-elect Mr Lance Yu Gokongwei, who retires by rotation pursuant to Article 94 of the Company's Constitution, as Director of the Company. **Resolution 5**
6. To re-elect Mr Tan Tiong Cheng, who retires by rotation pursuant to Article 94 of the Company's Constitution, as Director of the Company. **Resolution 6**
7. To re-appoint PricewaterhouseCoopers LLP as Auditor of the Company and to authorise the Directors to fix their remuneration. **Resolution 7**

## AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

8. That authority be and is hereby given to the Directors of the Company to issue: **Resolution 8**
  - (i) shares of the Company ("Shares");
  - (ii) convertible securities;
  - (iii) additional convertible securities issued pursuant to adjustments made in accordance with the listing manual of the Singapore Exchange Securities Trading Limited (the "SGX-ST") for the time being in force (the "Listing Manual") (notwithstanding the authority conferred by this Resolution may have ceased to be in force, provided that the adjustment does not give the holder a benefit that a shareholder does not receive); or
  - (iv) Shares arising from the conversion of the securities in (ii) and (iii) above (notwithstanding the authority conferred by this Resolution may have ceased to be in force),

(whether by way of rights, bonus, or otherwise or pursuant to any offer, agreement or option made or granted by the Directors during the continuance of this authority which would or might require Shares or convertible securities to be issued during the continuance of this authority or thereafter) at any time to such persons upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit,

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provided that:

(a) the aggregate number of Shares and convertible securities to be issued pursuant to this Resolution (including Shares to be issued in pursuance of convertible securities made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (b) below), provided that the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to shareholders of the Company (including Shares to be issued in pursuance of convertible securities made or granted pursuant to this Resolution) does not exceed 20% of the total number of issued Shares (excluding treasury shares)(as calculated in accordance with sub-paragraph (b) below);

(b) (subject to such other manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (a) above, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury shares) at the time of the passing of this Resolution, after adjusting for:

(1) any new Shares arising from the conversion or exercise of convertible securities;

(2) any new Shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with the Listing Manual; and

(3) any subsequent bonus issue, consolidation or subdivision of Shares;

such that adjustments in accordance with sub-paragraphs (1) and (2) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

(c) in exercising the authority conferred by this Resolution, the Company complies with the Listing Manual (unless such compliance has been waived by the SGX-ST) and the Constitution of the time being of the Company; and

(d) such authority shall, unless revoked or varied by the Company at a general meeting, continue to be in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.

9. That the Directors be and are hereby authorised pursuant to Section 161 of the Companies Act 1967, to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of options under the Singapore Land Group Limited Share Option Scheme (the "Scheme"), provided that the aggregate number of Shares to be issued pursuant to the Scheme shall not exceed 5% of the total number of issued Shares (excluding treasury shares) from time to time.

**Resolution 9**

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10. Renewal of General Mandate for Interested Person Transactions:

**Resolution 10**

That for the purposes of Chapter 9 of the Listing Manual of the SGX-ST:

- (a) approval be and is hereby given for the renewal of the general mandate permitting the Company, its subsidiaries and associated companies that are considered to be “entities at risk” (as defined in Chapter 9 of the Listing Manual), or any of them, to enter into any transactions falling within the types of Mandated Transactions described in the Appendix to the Notice of Annual General Meeting dated 7 April 2025 (the “Appendix”) with any party who is a Mandated Interested Person described in the Appendix, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such Mandated Transactions;
- (b) the approval given in paragraph (a) above shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next AGM of the Company; and
- (c) the Directors of the Company and/or any of them be and are and/or is hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

For and on behalf of the Board

**Eu Zai Jie, Jonathan**  
Director  
Singapore, 7 April 2025

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## NOTES TO RESOLUTIONS

1. In relation to Resolution 4, Mr Eu Zai Jie, Jonathan will, upon re-election, continue as a Director. He is considered an Executive Director.
2. In relation to Resolution 5, Mr Lance Yu Gokongwei will, upon re-election, continue as a Director. He is considered a Non-Executive Director.
3. In relation to Resolution 6, Mr Tan Tiong Cheng will, upon re-election, continue as a Director. He is considered a Non-Executive and Independent Director.

Please refer to the sections entitled "Board of Directors" and "Additional Information on Directors Seeking Re-election" in the Annual Report 2024 for information on the above Directors seeking re-election.

4. Resolution 8 is to authorise the Directors, from the date of this AGM until the date of the next AGM is held or required by law to be held, whichever is earlier (unless such authority is revoked or varied at a general meeting), to issue Shares and to make or grant convertible securities, and to issue Shares in pursuance of such convertible securities, without seeking any further approval from shareholders at a general meeting, up to a number not exceeding 50% of the total number of issued Shares (excluding treasury shares) (calculated as described), provided that the total number of issued Shares and convertible securities which may be issued other than on a pro rata basis to shareholders does not exceed 20% of the total number of issued Shares (excluding treasury shares) (calculated as described). For the purpose of determining the aggregate number of issued Shares that may be issued, the total number of issued Shares (excluding treasury shares) will be calculated as described.
5. Resolution 9 is to authorise the Directors to issue shares pursuant to the exercise of share options granted under the Scheme, which expired on 17 May 2021. All share options not exercised within ten years from the date of grant will expire.
6. Resolution 10 is to authorise the renewal of the general mandate permitting the Company, its subsidiaries and associated companies that are considered to be "entities at risk" (as defined in Chapter 9 of the Listing Manual), or any of them, to enter into any transactions falling within the types of Mandated Transactions described in the Appendix with any party who is a Mandated Interested Person described in the Appendix, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such Mandated Transactions. This authority will remain in force until the conclusion of the next AGM, unless revoked or varied, and the Directors are authorised to take all necessary actions to implement the transactions.

## IMPORTANT NOTES

Shareholders of the Company ("Members") should take note of the following AGM arrangements:

1. **Attendance in Person:** Members are invited to attend the AGM physically. There will be no option for Members to participate in the proceedings of the AGM virtually. Printed copies of the Notice of AGM, Proxy Form and Request Form will be sent by post to members. AGM-related documents are also available on the Company's corporate website at <https://singaporeland.com/investor-relations/annual-general-meeting/> and on the SGX website at <https://www.sgx.com/securities/company-announcements>. In line with the Company's sustainability efforts, hard copies of the Annual Report 2024 will only be printed upon request. Members may request for printed copies of the Annual Report 2024 by completing and submitting the Request Form accompanying this Notice by Tuesday, 15 April 2025. Should you not receive your printed copies before the AGM, physical copies will also be available at the AGM.

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## 2. Appointment of Proxies:

A Member who is not a relevant intermediary is entitled to appoint one or two proxy/proxies to attend, speak and vote at the AGM. Where such Member's form of proxy ("Proxy Form") appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Proxy Form.

A Member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Member. Where such Member's Proxy Form appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

A proxy need not be a Member of the Company

3. **Submission of Proxy Forms:** Duly completed Proxy Forms must be deposited (i) by post or at the office of Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632 or (ii) by email by attaching and sending a clear scanned PDF copy of it to [SingLand-AGM2025@boardroomlimited.com](mailto:SingLand-AGM2025@boardroomlimited.com), in each case, by 2:00 p.m. on Saturday, 26 April 2025 (being 72 hours before the time appointed for holding the AGM).

4. **Voting by Relevant Intermediary Shareholders:** CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy to vote on their behalf should approach their respective CPF Agent Banks or SRS Operators by 2:00 pm on Wednesday, 16 April 2025, being seven working days before the AGM, in order to allow sufficient time for their respective intermediaries to submit a proxy form to the Company to appoint the Chairman of the AGM to vote on their behalf.

5. **Submission of Questions:** Authenticated Members may submit questions related to the resolutions to be tabled for approval at the AGM by 2:00 p.m. on Tuesday, 15 April 2025 either via:

- (a) email to the Company Secretary at [agm.slg@singaporeland.com](mailto:agm.slg@singaporeland.com); or
- (b) by post to 50 Raffles Place #21-01/06 Singapore Land Tower, Singapore 048623 (Attention: The Company Secretary).

Shareholders submitting questions are required to state: (a) their full name; (b) their identification/registration number; and (c) the manner in which his/her/its shares in the Company are held (e.g. via CDP, CPF, SRS and/or scrip), failing which the Company shall be entitled to regard the submission as invalid and not respond to the questions submitted.

The Company will endeavour to address substantial and relevant questions (as may be determined by the Company in its sole discretion) received from Members by the abovementioned deadline by publishing the answers on the Company's corporate website at <https://singaporeland.com/investor-relations/annual-general-meeting/> and on the SGX website at <https://www.sgx.com/securities/company-announcements> on or before 2:00 p.m. on 22 April 2025.

Where there are substantially similar questions received, the Company reserves the right to consolidate such questions before responding. The Minutes of the AGM will be published on the Company's corporate website at <https://singaporeland.com/investor-relations/annual-general-meeting/> and on the SGX website at <https://www.sgx.com/securities/company-announcements> within one month after the date of the AGM and will include all responses to substantial and relevant questions addressed at the AGM.

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## PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, Members (i) consent to the collection, use and disclosure of their personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "Purposes"); (ii) warrants that where Members disclose the personal data of their proxy(ies) and/or representative(s) to the Company (or its agents or service providers), that Member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees to indemnify the Company against any claim, cost (including legal cost), damage, demand, expense, liability, loss, penalty or proceeding arising from that Member's breach of warranty.

## AGM DOCUMENTS

AGM-related documents are available on the Company's corporate website at <https://singaporeland.com/investor-relations/annual-general-meeting/> and on the SGX website at <https://www.sgx.com/securities/company-announcements>.

## RECORD DATE AND DIVIDEND PAYMENT DATE

Subject to Members' approval being obtained for the proposed First and Final cash dividend (one-tier tax exempt) of 4.5 cents per ordinary share for the financial year ended 31 December 2024, the Register of Members and Share Transfer Books of the Company will be closed at 5.00 p.m. on 5 May 2025 ("Record Date"), for the preparation of dividend warrants, and will be paid on 28 May 2025.

Duly completed transfers of shares received by the Company's Share Registrar, Messrs KCK CorpServe Pte Ltd at 1 Raffles Place, One Raffles Place (Tower 2) #04-63, Singapore 048616 up to 5.00 p.m. on the Record Date will be registered to determine Members' entitlements to the proposed dividend. Members whose securities accounts with The Central Depository (Pte) Limited are credited with ordinary shares in the capital of the Company as at 5.00 p.m. on the Record Date will be entitled to the proposed dividend.

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